

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**AFFIDAVIT OF DISINTERESTEDNESS**

STATE OF MINNESOTA    )  
                                  ) ss:  
COUNTY OF HENNEPIN    )

Lloyd G. Kepple, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Oppenheimer Wolff & Donnelly, LLP, located at Campbell Mithun Tower, 222 South Ninth Street, Suite 2000, Minneapolis, Minnesota 55402 (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any partner of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any partner of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

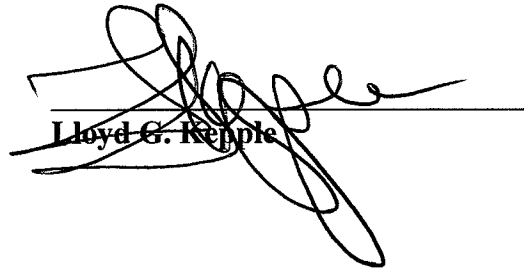
7. The Debtors owe the Firm \$2749.95 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.


9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

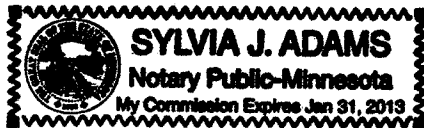
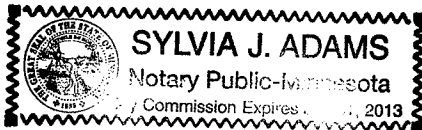
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing  
is true and correct.

Executed on August 16, 2012

  
Lloyd G. Kepple

Sworn to and subscribed before me  
this 16<sup>th</sup> day of August, 2012

  
Notary Public



*In re Residential Capital, LLC*, et al.  
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE<sup>1</sup>

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,  
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.  
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.  
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

**OPPENHEIMER WOLFF & DONNELLY LLP**

**Campbell Mithun Tower**

**222 South Ninth Street, Suite 2000**

**Minneapolis, Minnesota 55402**

2. Date of original retention: **June 18, 2001**

3. Brief description of legal services to be provided:

**Attorney and paralegal services regarding governance and corporate**  
**matters.**

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): **Average hourly rate in 2011 was**

**\$169.68. Range of hourly rates of billers is from \$140/hour to \$550/hour.**

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<sup>1</sup> All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

**\$4985/month for the 6 months preceding May 2012.**

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: **\$2749.95**

Date claim arose: **Invoice No. 834044 uploaded to client electronic billing system on May 22, 2012 in the amount of \$2721.60 for services performed from April 1 to April 28, 2012; and Invoice 835462 uploaded to client electronic billing system on June 26, 2012 in the amount of \$28.35 for services on May 3, 2012.**

Source of claim: **Legal services performed in April 2012 and on May 3, 2012**

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm: **None.**

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of Claim: \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

7. Stock of any of the Debtors currently held by the firm: **None.**

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm: None.

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed. None.

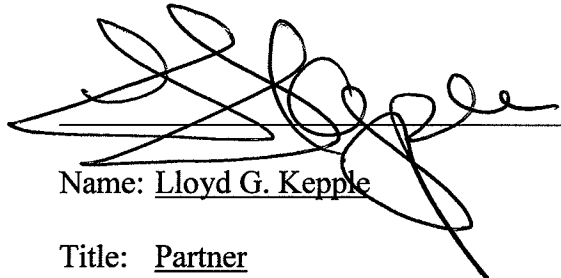
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: None

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012:

Not applicable.



Name: Lloyd G. Kepple

Title: Partner